
STATE OF ILLINOIS
ILLINOIS COMMERCE COMMISSION

ILLINOIS COMMERCE COMMISSION)	
On Its Own Motion)	
-vs-)	
COMMONWEALTH EDISON COMPANY)	No. 99-0282
)	
Proceeding pursuant to Section 16-111(g) of the)	
Public Utilities Act concerning proposed sale of)	
fossil fuel fired generating plants.)	

TESTIMONY OF CALVIN MANSHIO
PARTNER
MANSHIO & WALLACE

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TESTIMONY OF CALVIN MANSHIO
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MANSHIO & WALLACE

I. Qualifications

Q. Please state your name and business address.

A. Calvin Manshio, Manshio & Wallace, 4753 North Broadway Avenue, Suite 732, Chicago,
Illinois 60640.

Q. Please describe your education and professional background.

A. I am a partner in the law firm of Manshio & Wallace and have taught administrative law as
a member of the adjunct faculty at John Marshall Law School in Chicago. I graduated
from the University of Illinois in Chicago in 1971 with a Bachelor of Arts degree in
history. I received my law degree from John Marshall Law School in 1979. I served as a
member of the Illinois Commerce Commission from 1985-1992.

1 **II. Purpose**

2 Q. What is the purpose of your testimony?

3 A. The purpose of my testimony is to propose a framework for the Commission to evaluate
4 the notice Commonwealth Edison Company ("ComEd") has submitted under Section 16-
5 111(g) of the Electric Service Customer Choice and Rate Relief Law of 1997, P.A.
6 90-561 (referred to herein as the "Customer Choice Act" or "1997 Amendments") 220
7 ILCS 5/16-111(g). I discuss general propositions concerning the scope and nature of the
8 Commission's authority. I also discuss how the Customer Choice Act focused the scope
9 of the Commission's review of electric utility asset sales such as the ComEd fossil plant
10 sale.

11
12 **III. Overall Summary**

13 Q. Please describe your understanding of the Commission's responsibilities under
14 Section 16-111(g)?

15 A. Section 16-111(g) provides a streamlined procedure under which a utility may obtain
16 approval to engage in certain transactions including, as here, the sale of generating assets
17 and the execution of related agreements. Under this new procedure, instead of filing a
18 petition requesting approval of a proposed transaction, a utility need only submit a notice
19 to the Commission including specified information, such as the means by which the utility
20 will meet its service obligations after the transaction. The Commission must then decide,
21 within thirty days of the notice, if it wishes to investigate the proposed transaction. If an

1 investigation is undertaken, the Commission must enter an order within ninety days after
2 the date the utility submitted its notice. The Commission may prohibit a proposed
3 transaction only if it finds (i) that the proposed transaction would render the utility unable
4 to provide tariffed service in a safe and reliable manner, or (ii) that there is a "strong
5 likelihood" that consummation of the proposed transaction would result in the utility being
6 entitled to a rate increase prior to January 1, 2005. Intervention in such a proceeding is
7 limited to parties with a direct interest in the transaction and statutory consumer
8 protection agencies.

9
10 Q. Once the Commission has initiated a hearing, what issues can be raised?

11 A. Because the Commission may prohibit a transaction within the scope of Section 16-111(g)
12 only under the two circumstances I identified above, these are the only issues which
13 should be considered at such a hearing. Consideration of any other issue would be beyond
14 the scope of the issues the General Assembly has directed the Commission to consider in a
15 hearing held under Section 16-111(g).

16
17 Q. At a hearing held under Section 16-111(g), should the Commission require the utility to
18 present any specific type of evidence in support of the transaction?

19 A. No. To the contrary, any party who opposes the sale should be required to prove that the
20 sale should not be allowed because it will result in one of the specified conditions.

21 Although not explicitly stated in the Act, this conclusion is evident from the language of

1 Section 16-111(g). First, if the utility had been required to submit specific evidence, one
2 would expect that the Commission would be required to hold a hearing every time a utility
3 issued a notice. However, as explained above, the Act does not require the Commission
4 to hold a hearing on every notice, but instead allows the transaction simply to be approved
5 if the Commission does not take any action within 30 days of the utility's filing.

6
7 Second, the language of the Section is phrased in terms of whether the Commission will
8 prohibit the transaction, not whether it will be approved, suggesting that affirmative proof
9 must be introduced by parties opposing the sale to demonstrate why the transaction should
10 not be allowed to proceed. Under Section 16-111(g), the presumption is that asset sale
11 transactions will be allowed to proceed unless the parties opposing the sale make a
12 sufficient showing.

13
14 **IV. General Nature of Commission Authority**

15 Q. How important is the legislative framework in reaching decisions under the Public Utilities
16 Act?

17 A. Administrative agencies, like the Commission, are created by legislatures to regulate
18 certain activities and industries. Absent enabling legislation, such as the Illinois Public
19 Utilities Act ("PUA"), 220 ILCS 5/1-101 et seq., the Commission has no substantive
20 power. The Commission is acting for the General Assembly. The power the Commission
21 exercises, and the decisions it makes, must be based upon authority delegated to it by the

1 General Assembly through the PUA. This delegation principle has been recognized by the
2 courts in reviewing Commission and other administrative decisions.

3
4 Q. Can you provide an example of where an Illinois court has recognized the delegation
5 principle?

6 A. Yes. In Illinois Power Co. v. Illinois Commerce Commission, 111 Ill. 2d 505 (1986), the
7 Illinois Supreme Court, in deciding the scope of the Commission's discretion in
8 determining the public convenience under the PUA, cited its prior decisions and reaffirmed
9 that:

10 The Commerce Commission, "because it is a creature of the
11 legislature, derives its power and authority solely from the statute
12 creating it, and its acts or orders which are beyond the purview of
13 the statute are void." (City of Chicago v. Illinois Commerce
14 Commission, 79 Ill. 2d 213, 217-218 (1980), citing People ex rel.
15 Illinois Highway Transportation Co. v. Biggs, 402 Ill. 401, 409
16 (1949)).

17
18 Id. at 510. Similarly, in Commonwealth Edison Co. v. Illinois Commerce Commission,
19 181 Ill. App. 3d 1002, 1008 (2d Dist. 1989), the Appellate Court reversed the
20 Commission's denial of a land sale because the Commission exceeded its statutory
21 authority when it inquired into the environmental impact of the residential development on
22 the fen (wetland area).

23
24 Q. What other laws impact the Commission?

1 A. The Commission is bound by both substantive and procedural laws. In addition to the
2 PUA, the Commission draws substantive authority from several other laws: the Illinois
3 Commercial Transportation Law, the Electrical Suppliers Act, the Pipeline Safety Act and
4 the Emergency Telephone Act. These laws provide a grant of authority from the General
5 Assembly to the Commission to exercise substantive powers in regulating
6 certain designated industries.

7
8 The Commission is also bound by certain procedural laws that direct how decisions are to
9 be made, how meetings are to be conducted, and what information should be available to
10 the public. These procedural laws, such as the Administrative Procedure Act, the Open
11 Meetings Act and the Freedom of Information Act, govern the administrative process by
12 which the Commission reaches decisions and maintains information.

13
14 Q. How do substantive and procedural laws affect the Commission's authority over
15 proceedings?

16 A. As an administrative agency, the Commission's authority over regulated industries is
17 limited by authorizing statutes. Similarly, procedural laws impose further restraints upon
18 how the Commission reaches its substantive decisions. Simply put, the Commission
19 cannot do what it has not been authorized to do by the General Assembly nor can it reach
20 decisions outside of established procedural parameters. Together, these substantive and

1 procedural laws provide a framework by which the Commission operates and makes
2 decisions.

3
4 **V. Scope of the Commission's Authority Under Section 16-111(g)**

5 Q. In Section 16-111(g), has the General Assembly delegated to the Commission authority
6 over proposed sales of assets?

7 A. Yes. In Section 16-111(g), the General Assembly gave the Commission authority over
8 proposed asset sales during the so-called "mandatory transition period," and also placed
9 limitations on the Commission's consideration of certain transactions including the sale of
10 assets by an electric utility -- such as the plant sales contemplated here -- and the review of
11 related agreements with the transferee.

12
13 Q. Has the Customer Choice Act changed both the substantive and procedural aspects of the
14 Commission's review of plant sales?

15 A. Yes. Although the PUA formerly provided the Commission with considerable discretion
16 in developing its expertise to deal with issues under the Act, the Customer Choice Act
17 lessens certain Commission responsibilities for electric utilities during the mandatory
18 transition period. This is especially true with regard to review of asset sales.

19
20 Before enactment of the Customer Choice Act, asset sale cases were governed by Section
21 7-102 of the PUA, which gave the Commission broad discretion in determining whether

1 assets should be sold from rate base based upon the balancing of competing shareholder
2 and ratepayer interests. Under Section 7-102, the relevant standard for determining
3 whether the Commission would approve an asset sale was whether the "public will be
4 inconvenienced thereby." That statute, however, did not require that the Commission
5 examine any specific factors in determining whether this standard was satisfied. As a
6 result, the Commission, in such cases as its investigation of asset sales involving ComEd's
7 Kincaid and State Line generating stations in Dockets 96-0245 and 96-0248 (March 31,
8 1997), and in its investigation of Illinois Power's sale of assets in Docket 93-0039 (May
9 19, 1993), was able to consider a wide variety of issues in determining whether to approve
10 asset sales. Moreover, under Section 7-102, intervention was not limited as it is under the
11 Customer Choice Act and no requirement was imposed that the Commission decide the
12 case within a specified time.

13
14 By contrast, in Section 16-111(g), the General Assembly has established an alternative
15 decision-making mechanism for asset sales and transfers during the mandatory transition
16 period. The Commission is specifically directed to focus on two issues: the ability to
17 provide tariffed service reliably and safely and the possible need for a rate increase during
18 the mandatory transition period. Intervention is limited to parties with a direct interest in
19 the transaction and statutory consumer protection agencies, and if a hearing is held, an
20 order must be entered within ninety days of the date on which the electric utility files its
21 initial notice of the transaction.

1 Q. Do these substantive and procedural changes suggest anything else about the intent of the
2 legislature in enacting the Customer Choice Act?

3 A. Yes. Legislative bodies are deemed to act with knowledge of existing legislation when
4 they enact new provisions into law. Accordingly, when a new statutory provision is
5 enacted, its enactment indicates that its purpose was not fulfilled by previously existing
6 law. In re Prior, 176 B.R. 485 (S.D. Ill. 1995). Therefore, for the Commission to ignore
7 Section 16-111(g) and apply another section of the PUA, such as Section 7-102, would be
8 effectively to render Section 16-111(g) a nullity and thereby ignore the General
9 Assembly's intent in enacting that Section.

10
11 Q. Has the Commission itself recognized this limitation on its authority to review plant sales?

12 A. Yes, it has done so, in a Report to the General Assembly on Senate Bill 55, the precursor
13 to HB 362 which eventually became PA. 90-561, the Customer Choice Act. In discussing
14 Section 16-111(g), the Commission noted that:

15 Other transactions during the mandatory transition period. From
16 the effective date of the bill through January 1, 2005, a utility may,
17 under Section 16-111(g), implement a reorganization other than a
18 merger, retire generating plants from service, transfer utility assets
19 to an affiliated or unaffiliated entity and as a part of such
20 transaction enter into power purchase agreements, service
21 agreements, or other agreements with the transferee, and use any
22 accelerated cost recovery method including recording reductions to
23 the original costs of its assets. The only Commission approval
24 required for any of these transactions is that if generation,
25 transmission, or distribution assets in excess of certain stated
26 thresholds are transferred, the Commission may hold a 90-day
27 proceeding after notice and hearing and prohibit the proposed

1 transaction if it finds that the transaction will render the utility
2 unable to provide its tariffed services in a safe and reliable manner,
3 or that there is a strong likelihood that the transaction will result in
4 the utility being entitled to seek a rate increase during the
5 mandatory transition period under Section 16-111(d).
6

7 Report to the Senate President by the Illinois Commerce
8 Commission: Analysis of Electric Restructuring with Particular
9 Emphasis on Senate Bill 55, August 15, 1997, p. 45.
10

11 The Customer Choice Act did not change the language of Senate Bill 55, which the
12 Commission recognized limited its jurisdiction as set forth in its Report to the Senate
13 President. Since no changes were made in the language even though the General
14 Assembly was made aware of the Commission's position, it is clear that the General
15 Assembly intended this result.
16

17 Q. Would it be proper for the Commission to expand the nature of Section 16-111(g)
18 proceedings, on grounds that it has expertise with respect to such transactions, and engage
19 in the kind of broad review and balancing that it performed in the past?

20 A. No. When the Legislature confers powers and authority upon an agency, such as the
21 Commission, certain legal parameters are created. These parameters are based upon the
22 Legislature's determination of facts, compromises among various parties, and the
23 lawmakers' intended result. As the Illinois Supreme Court recently stated: The
24 fundamental rule of, and indeed purpose for, statutory construction is to ascertain and give
25 effect to the intent of the legislature. City of Chicago v. Morales, 177 Ill. 2d 440, 448
26 (1997), cert. granted, --- U.S. ---, 118 S.Ct. 1510 (1998). The result is that regulators

1 should not substitute their judgment for that of the legislature. As the Court also stated,
2 "the best way to determine what the legislature intended is to read the statute that it
3 enacted." See Paris v. Feder, 179 Ill. 2d 173 (1997). Here, the statute is clear: the
4 Commission is to focus on two specific issues, not to make wide-ranging inquiries into the
5 "public interest." And the fact that the statute limits intervention and the time for hearing
6 further demonstrates that balancing competing interests is no longer a task for the
7 Commission in reviewing asset sales. In the Customer Choice Act, the General Assembly
8 has already struck that balance.

9
10 Q. Please describe generally the balance that the General Assembly struck in the Customer
11 Choice Act.

12 A. The General Assembly provided substantial benefits to customers and other groups in
13 return for the more narrow scope of Commission review to which certain utility actions --
14 such as asset sales -- were subjected. The overall benefit, of course, was the facilitation of
15 transition to a competitive electricity market, which is expected to have long-term and
16 general benefits for consumers. In addition, immediate and specific benefits provided to
17 customers as part of this legislative balancing include: the ability to choose alternative
18 electric suppliers; an immediate 15% and a subsequent additional 5% reduction in
19 residential retail customer rates (Section 16-111(b)); restrictions on meter requirements
20 (Section 16-124); a mandate that the Commission implement and maintain consumer
21 education programs (Section 16-117); ensuring access to customer information (Section

1 16-122) and establishment of customer information centers for both electric utilities and
2 alternative retail electric suppliers (Section 16-123).

3
4 Section 16-128 relates to utility employees and subsections (c) and (d) specifically address
5 the rights of utility employees in a change of ownership situation during the mandatory
6 transition period. Section 16-125 sets forth extensive requirements relating to
7 transmission and distribution reliability.

8
9 In the Act as a whole, the General Assembly balanced the various utility and consumer
10 interests and made decisions on what it deemed was important and what wasn't.

11
12 Q. You have mentioned the importance of giving effect to legislative intent. Based upon your
13 review of Section 16-111(g), what do you believe the General Assembly intended?

14 A. Section 16-111(g) specifically focuses, and thereby imposes limitations on, the
15 Commission's review of sales or transfers of assets by electric utilities and related
16 agreements during the mandatory transition period. What is clear from the overall
17 language of the Customer Choice Act is that the General Assembly wanted electric utilities
18 to concentrate on developing business plans to prepare for competition. One of the ways
19 it sought to achieve this goal was to focus the scope of the Commission's review of
20 transfers of assets. The legislature realized that it could not mandate competition and that
21 the Commission could not compel change. The cooperation and assistance of utilities

1 would be necessary to allow for the transition to a competitive market, and those
2 companies needed more latitude in making and implementing business decisions.
3 Accordingly, the General Assembly concluded that the use of traditional regulatory tools
4 and procedures would defeat the purpose of the Customer Choice Act and delay or
5 obstruct the expected results during the mandatory transition period. In this regard, the
6 Commission should heed the observation by U.S. House Speaker J. Dennis Hastert (Ill.),
7 who recently (and disapprovingly) described another administrative agency's
8 implementation of a new Act as a "classic example of an agency that, when presented with
9 a choice as to whether to regulate or not regulate, the institutional inclination seems to be
10 to choose the former course." The Commission should adhere to the different role
11 envisioned by the General Assembly under the Customer Choice Act in implementing
12 Section 16-111(g).

13
14 Q. Has the Commission previously undertaken any regulatory changes based on changes in
15 legislation?

16 A. Yes. Changes in transportation laws have led the Commission to modify its scope of
17 review for motor carrier certificate cases and changes in telecommunications laws have led
18 to the Commission undertaking arbitration proceedings. When laws change, the
19 Commission has modified its practices to reflect the current state of regulation.
20

1 Q. Earlier you mentioned that facilitation of competition was one of the important benefits of
2 the Act. Based upon your experience with the electricity market in Illinois, do you have
3 an opinion whether ComEd's proposed sale will facilitate competition?

4 A. Yes, I do. In my opinion, this transaction will facilitate competition because it will create
5 another source of generation capacity, which in and of itself will promote competition.
6 The sale of ComEd's fossil plants to a major generation provider should also encourage
7 new providers to enter the market because it demonstrates that ComEd will not seek to
8 maintain its historical position as the sole generation provider in the Chicago area. My
9 opinion is also based on the fact that many of ComEd's customers and the National Energy
10 Marketers Association ("NEMA") also believe the proposed sale will facilitate
11 competition. Since the announcement of the fossil plant sale, a number of ComEd's
12 customers and NEMA have written to express their approval of the sale and to express
13 their belief that the sale will promote competition and enhance the State's efforts to bring
14 about customer choice while still providing reasonable assurances that reliability will be
15 maintained. I have reviewed a number of such letters from ComEd's electric customers
16 supporting the proposed asset sale, including ones from manufacturers, retailers, real
17 estate managers/owners, and other large energy users. I have attached as Exhibit 5.1 a
18 copy of the letters which I have reviewed.

19
20 **VI. Conclusion**

21 Q. Can you summarize your conclusions?

1 A. The Commission is bound by the delegation of authority granted to it, and may not exceed
2 that delegation. Where, as here, the Commission decides to hold a hearing under Section
3 16-111(g), it must accept the framework provided in Section 16-111(g) and limit its
4 review to the impact of the transaction on safe and reliable tariffed services or the
5 likelihood that a proposed transaction will result in the utility becoming entitled to seek an
6 increase in base rates during the mandatory transition period as a result of the transaction.

7
8 Q. Does this conclude your testimony?

9 A. Yes.



NEMA NATIONAL
ENERGY
MARKETERS
ASSOCIATION

3220 N Street, Northwest
Suite 338
Washington, D.C. 20007
Tel: 202-333-3288
Fax: 202-333-3266

March 25, 1999

Mr. John W. Rowe
Chairman, President and
Chief Executive Officer
Commonwealth Edison Company
P.O. Box 767
Chicago, Illinois 60690-0767

Re: Sale of Generating Stations

Dear Mr. Rowe:

As you know, National Energy Marketers Association (NEMA) is an organization, which includes real and potential alternative energy providers in Illinois. NEMA supports the State's efforts to bring choice and open access to electric generation customers in Illinois. We believe that choice of, and access to, alternative generation providers will benefit all electricity customers in Illinois and will promote economic growth and development within the State.

It has come to our attention that ComEd is in the process of selling its fossil-fueled generating stations. We believe that this sale, which will result in another potential generation provider in Illinois, will promote competition and will enhance the State's efforts to bring about customer choice while providing reasonable assurances that reliability will be maintained. In addition, by selling a large portion of its generating capacity, ComEd is sending a strong signal to other potential providers that it will not seek to maintain its historical position as the sole generation provider in the greater Chicago area, which should encourage yet additional potential providers that there will be real competition in Illinois. Accordingly, the sale indicates to us that there will, in fact, be true competition in Illinois and we support the sale of ComEd's fossil-fueled generating stations.

Very truly yours,


Craig Goodman
President

E-mail: cgoodman@bellatlantic.net
<http://www.energymarketers.com>



WIRTZ REALTY CORPORATION
MANAGING AGENT

TELEPHONE (312) 726-8333

April 6, 1999

Mr. John W. Rowe
Chairman, President and Chief Executive Officer
Commonwealth Edison Company
P.O. Box 767
Chicago, IL 60690-0767


Re: Sale of Generating Stations

Dear Mr. Rowe:

It has come to our attention that ComEd is in the process of selling its fossil-fueled generating stations. We believe that this sale, which will establish another major generation provider in Illinois, will promote competition and will enhance the State's efforts to bring about customer choice while providing reasonable assurance that reliability will be maintained. In addition, by selling a large portion of its generating capacity, ComEd is sending a strong signal to other potential providers that it will not seek to maintain its historical position as the sole generation provider in the greater Chicago area. This will encourage additional potential providers that there will be real competition in Illinois.

We support the State's efforts to bring customer choice and open access to electric generation customers in Illinois. We believe that choice of, and access to, alternative generation providers will benefit businesses in Illinois and will help promote economic growth and development within the State. It is important, however, that reliability is maintained during the transition to open access and customer choice, and in our opinion, reliability was a key ingredient in this agreement. Accordingly, we support the sale of ComEd's fossil-fueled generating stations.

Sincerely,
333 BUILDING CORPORATION
Wirtz Realty Corporation, Agents


William B. Weitzel
Building Manager
(WirtzRE@mcs.net)

04/12/99 08:21 7087572527

ALPHARMA Animal Health

000/000



April 12, 1999

Mr. John W. Rowe
Chairman, President and Chief Executive Officer
Commonwealth Edison Company
P. O. Box 767
Chicago, IL 60690-0767

Dear Mr. Rowe:

Re: Sale of Generating Stations

It has come to our attention that ComEd is in the process of selling its fossil-fueled generating stations. We believe that this sale, which will establish another major generation provider in Illinois, will promote competition and will enhance the State's efforts to bring about customer choice while providing reasonable assurance that reliability will be maintained. In addition, by selling a large portion of its generating capacity, ComEd is sending a strong signal to other potential providers that it will not seek to maintain its historical position as the sole generation provider in the greater Chicago area. This will encourage additional potential providers that there will be real competition in Illinois.

We support the State's efforts to bring customer choice and open access to electric generation customers in Illinois. We believe that choice of and access to alternative generation providers will benefit businesses in Illinois and will help promote economic growth and development within the State. It is important, however, that reliability is maintained during the transition to open access and customer choice, and, in our opinion, reliability was a key ingredient in this agreement. Accordingly, we support the sale of ComEd's fossil-fueled generating stations.

Very truly yours,

A handwritten signature in cursive script that reads 'Daniel J. Skarzynski'.

Daniel J. Skarzynski
Production Control and Compliance Manager

DJS/af



7300 SOUTH NARRAGANSETT • BEDFORD PARK, ILLINOIS 60638
PHONE 708-563-1700 • FAX 708-563-1740

April 9, 1999

Mr. John W. Rowe
Chairman, President, and
Chief Executive Officer
Commonwealth Edison Company
P.O. Box 767
Chicago, Illinois 60690-0767

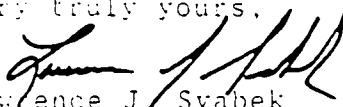
Re : Sales of Generating Stations

Dear Mr. Rowe:

It has come to our attention that ComEd is in the process of selling its fossil-fueled generating stations. We believe that this sale, which will establish another major generation provider in Illinois, will promote competition and will enhance the State's effort to bring about customer choice while providing reasonable assurance that reliability will be maintained. In addition, by selling a large portion of its generating capacity, ComEd is sending a strong signal to other potential providers that will not seek to maintain its historical position as the sole generation provider in the greater Chicago area. This will encourage additional potential providers that there will be real competition in Illinois.

We support the State's effort to bring customer choice and open access to electric generation customers in Illinois. We believe that choice of, and access to, alternative generation providers will benefit businesses in Illinois and will help promote economic growth and development within the State. It is important, however, that reliability is maintained during the transition to open access and customer choice, and in our opinion reliability was a key ingredient in this agreement. Accordingly, we support the sale of ComEd's fossil-fueled generating stations.

Very truly yours,


Lawrence J. Svabek
Vice-President
ARCHER WIRE INTERNATIONAL CORP.



April 26, 1999

Mr. John W. Rowe
Chairman, President, and
Chief Executive Officer
Commonwealth Edison Company
P.O. Box 767
Chicago, Illinois 60690-0767

Re: Generation Sale

Dear Mr. Rowe,

It has come to my attention that ComEd is in the process of selling its fossil-fueled generating stations. We believe that this sale, which will establish another major generation provider in Illinois, will promote competition. Also, this will enhance the state's efforts to bring about customer choice while providing reasonable assurance that reliability will be maintained. In addition, by selling a large portion of its generating capacity, ComEd is sending a strong signal to other potential providers that it will not seek to maintain its historical position as the sole generation provider in the greater Chicago area. This will encourage additional potential providers that there will be real competition in Illinois.

We support the state's efforts to bring customer choice and open access to electric generation customers in Illinois. We believe that choice of and access to alternative generation providers will benefit businesses in Illinois and will help promote economic growth and development within the state. It is important however, that reliability is maintained during the transition to open access and customer choice and in our opinion, reliability was a key ingredient in this agreement. Accordingly, we support the sale of ComEd's fossil-fueled generating stations.

Sincerely,

Lawrence S. Fichuk
National Energy Manager
Blockbuster, Inc.

LSF:slh

BorgWarner Automotive
Automatic Transmission
Systems Corporation

700
25th
Avenue

Bellwood
Illinois
60104

Telephone
708 547 2500
FAX
708 547 3373



BorgWarner
Automotive

April 21, 1999

Mr. John W. Rowe
Chairman, President and
Chief Executive Officer
Commonwealth Edison Company
P.O. Box 767
Chicago, IL 60690-0767

Re. Sale of Generating Stations

Dear Mr. Rowe:

It has come to our attention that ComEd is in the process of selling its fossil-fueled generating stations. We believe that this sale, which will establish another major generation provider in Illinois, will promote competition and will enhance the State's efforts to bring about customer choice while providing reasonable assurance that reliability will be maintained. In addition, by selling a large portion of its generating capacity, ComEd is sending a strong signal to other potential providers that it will not seek to maintain its historical position as the sole generation provider in the greater Chicago area. This will encourage additional potential providers that there will be real competition in Illinois.

We support the State's efforts to bring customer choice and open access to electric generation customers in Illinois. We believe that choice of, and access to, alternative generation providers will benefit businesses in Illinois and will help promote economic growth and development within the State. It is important, however, that reliability is maintained during the transition to open access and customer choice, and in our opinion reliability was a key ingredient in this agreement. Accordingly, we support the sale of ComEd fossil-fueled generating stations.

Very truly yours,

Daniel Paterra
Plant Manager

DP:gr



CNA Plaza 10 North Chicago IL 60685-0001

Thomas E. Ponicki

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April 22, 1999

Mr. John Rowe
Chairman, President and Chief Executive Officer
Commonwealth Edison Company
P. O. Box 767
Chicago, Illinois 60690-0767

Sale of Fossil Fuel Plants

Dear Mr. Rowe:

I have read all of the press releases pertinent to the proposed sale of the six coal fired generating plants and nine peaking plants currently owned by Unicom. The benefits appear to be favorable for both Unicom as well as its customers. As a large consumption customer of Commonwealth Edison we support this endeavor and the post sale activities some of the sales proceeds are targeted for.

Sincerely,

A handwritten signature in black ink, appearing to read "TE Ponicki", with a long horizontal line extending to the right.

cc: Will F. Washington, Commonwealth Edison Company - Oakbrook



March 31, 1999

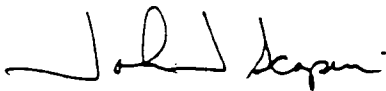
Mr. John W. Rowe
Chairman, President and
Chief Executive Officer
Commonwealth Edison Company
P.O. Box 767
Chicago, Illinois 60690-0767

Dear Mr. Rowe: .

It has come to our attention that ComEd is in the process of selling its fossil-fueled generating stations. We believe that this sale, which will establish another major generation provider in Illinois, will promote competition and will enhance the State's efforts to bring about customer choice while providing reasonable assurance that reliability will be maintained. In addition, by selling a large portion of its generating capacity, ComEd is sending a strong signal to other potential providers that it will not seek to maintain its historical position as the sole generation provider in the greater Chicago area. This will encourage additional potential providers that there will be real competition in Illinois.

We support the State's efforts to bring customer choice and open access to electric generation customers in Illinois. We believe that choice of, and access to, alternative generation providers will benefit businesses in Illinois and will help promote economic growth and development within the State. It is important, however, that reliability is maintained during the transition to open access and customer choice and in our opinion reliability was a key ingredient in this agreement. Accordingly, we support the sale of ComEd's fossil-fueled generation stations.

Very truly yours,



John J. Scapin
Vice President Land Development

cc: W.M. Griffin
L.D. Johnson

JJS/mm
H:\SHARED\Land_Development\MISC\4341.wpd

*Citicorp North America, Inc.
Corporate Realty Services*

**ComEd Ex. 5.1
Page 9 of 27**

*Citicorp Center
500 West Madison Street
Chicago, IL 60661-2591*

April 21, 1999

Mr. John W. Rowe
Chairman, President and
Chief Executive Officer
Commonwealth Edison Company
P O Box 767
Chicago, IL 60690-0767

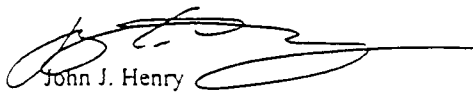
RE: Sale of Generating Stations

Dear Mr. Rowe,

It has come to our attention that ComEd is in the process of selling its fossil-fueled generating stations. We believe that this sale, which will establish another major generation provider in Illinois, will promote competition and enhance the State's efforts to bring about customer choice while maintaining reasonable assurance for reliability. In addition, by selling a large portion of its generating capacity, ComEd is sending a strong signal to other potential providers that it will not seek to maintain its historical position as the sole generation provider in the greater Chicago area. This can only encourage additional competition by other potential providers.

We support the State's efforts to bring customer choice and open access to electric generation customers in Illinois. We believe that choice of, and access to, alternative generation providers will benefit businesses in Illinois, and will help promote economic growth within the State. It is important, however, that reliability be maintained during the transition, and in our opinion, reliability was a key ingredient in this agreement. Accordingly, we support the sale of ComEd's fossil-fueled generating stations.

Sincerely,


John J. Henry
Vice President,
Asset Manager

April 7, 1999

Mr. John W. Rowe
Chairman President and
Chief Executive Officer
Commonwealth Edison Company
P.O. Box 767
Chicago, Illinois 60690-0767

Re: Sale of Generating Stations

Dear Mr. Rowe,

It has come to our attention that ComEd is in the process of selling its fossil-fueled generating stations. We believe that this sale, which will establish another major generation provider in Illinois, will promote competition and will enhance the State's efforts to bring about customer choice while providing reasonable assurance that reliability will be maintained. In addition by selling a large portion of its generating capacity, ComEd is sending a strong signal to other potential providers that will not seek to maintain its historical position as the sole generation provider in the greater Chicago area. This will encourage additional potential providers that there will be real competition in Illinois.

We support the States efforts to bring customer choice and open access to electric generation customers in Illinois. We believe that choice of, and access to alternative generation providers will benefit business in Illinois and will help promote economic growth and development within the State. It is important however, that reliability is maintained during the transition to open access and customer choice, and in our opinion reliability was a key ingredient in this agreement. Accordingly, we support the sale of ComEd's fossil-fueled generating stations.

Very truly yours,

Dan Kaider

Manager, State Maintenance

EXECUTIVE OFFICES

333 NORTHWEST AVENUE
NORTHLAKE, ILLINOIS 60164-1696
(708) 562-1000

Produced On RECYCLED BOND
With SOY-BASED INK

DRAPER AND KRAMER
INCORPORATED

1150 Lake Shore Drive
Chicago, Illinois 60607

April 5, 1999

Mr. John W. Rowe
Chairman, President and Chief Executive Officer
Commonwealth Edison Company
P. O. Box 767
Chicago, Illinois 60690-0767

RE: Sale of Generating Stations

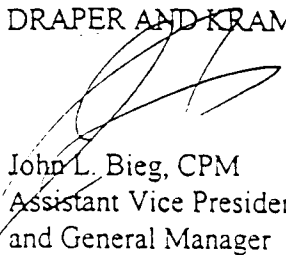
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We support the State's efforts to bring customer choice and open access to electric generation customers in Illinois. We believe that choice of, and access to, alternative generation providers will benefit businesses in Illinois and will help promote economic growth and development within the State. It is important, however, that reliability is maintained during the transition to open access and customer choice, and in our opinion reliability was a key ingredient in this agreement. Accordingly, we support the sale of ComEd's fossil-fueled generating stations.

Sincerely,

DRAPER AND KRAMER, INCORPORATED



John L. Bieg, CPM
Assistant Vice President
and General Manager

cc: Mary Ann Emmons

NY Agreement Office
TEL: 312 337-1350
FAX: 312 337-4246

Learning Office
TEL: 312 337-0032
FAX: 312 337-0225

April 23, 1999

Mr. John W. Rowe
Chairman, President and
Chief Executive Officer
Commonwealth Edison Company
P.O. Box 767
Chicago, IL 60690-0767

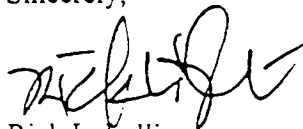
Dear Mr. Rowe:

Re: Sale of Generating Stations

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We support the State's efforts to bring customer choice and open access to electric generation providers in Illinois. We believe that choice of, and access to, alternative generation providers will benefit businesses in Illinois and will help promote economic growth and development within the State. It is important, however, that reliability is maintained during the transition to open access and customer choice, and in our opinion reliability was a key ingredient in this agreement. Accordingly, we support the sale of ComEd's fossil-fueled generating stations.

Sincerely,



Rick L. Lelli
Vice President Operations



March 30, 1999

Mr. John W. Rowe
Chairman, President and
Chief Executive Officer
Commonwealth Edison Company
P.O. Box 767
Chicago, IL 60690-0767

Dear Mr. Rowe:

It has come to our attention that ComEd is in the process of selling its fossil-fueled generating stations. We believe that this sale, which will establish another major generation provider in Illinois, will promote competition and will enhance the State's efforts to bring about customer choice while providing reasonable assurance that reliability will be maintained. In addition, by selling a large portion of its generating capacity, ComEd is sending a strong signal to other potential providers that it will not seek to maintain its historical position as the sole generation provider in the greater Chicago area. This will encourage additional potential providers that there will be real competition in Illinois.

We support the State's efforts to bring customer choice and open access to electric generation customers in Illinois. We believe that choice of, and access to, alternative generation providers will benefit businesses in Illinois and will help promote economic growth and development within the State. It is important, however, that reliability is maintained during the transition to open access and customer choice, and in our opinion reliability was a key ingredient in this agreement. Accordingly, we support the sale of ComEd's fossil-fueled generating stations.

Sincerely,

FIRST ROCKFORD GROUP, INC.

A handwritten signature in dark ink, appearing to read "Sunil Puri".

Sunil Puri, President

SP:jls

cc: Vicki L. DeGrave, Account Manager
William M. Griffin, Mid-Business Manager

FOOTE-JONES/ILLINOIS GEAR

DIVISION OF REGAL-BELOIT CORPORATION • POWER TRANSMISSION GROUP
2102 NORTH NATCHEZ AVENUE • CHICAGO, IL 60707 • 773/622-8000 • FAX: 773/622-8175

April 9, 1999

Mr. John W. Rowe
Chairman, President and
Chief Executive Officer
Commonwealth Edison Company
P.O. Box 767
Chicago, IL 60690-0767


RE: Sale of Generating Stations

Dear Mr. Rowe:

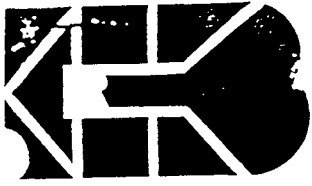
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Very truly yours,



Louis W. Ertel
Vice President/General Manager



**HOME BUILDERS
ASSOCIATION OF
ROCKFORD, INC.**

ComEd Ex. 5.1
Page 15 of 27

Mr. John W. Rowe
Chairman, President and Chief Executive Officer
Commonwealth Edison Company
P.O. Box 767
Chicago, IL 60690-0767

April 6, 1999

Dear Mr. Rowe,

The proposed sale of ComEd fossil-fueled generating stations can establish additional major electricity generators in Illinois, promote competition, and increase the consumer's future options for choosing the most reliable and cost efficient electricity generator.

We support public and private efforts to provide greater customer choice of electricity generation in Illinois. Additional generating companies will benefit Illinois' consumers and help promote economic growth and development in those areas where electricity is generated and transmitted most efficiently to the users. It is also important that service reliability be maintained during the transition to open access and customer choice. It is a key part of the agreement.

A major area of concern in the land development and home building industries is the future of efficient and timely installation of subdivision service and individual dwelling unit service for those consumers who in the future will have a number of generating companies from which to choose. We see no reason for these service levels to be affected by this sale and expect Com Ed to maintain the high levels of service currently provided to new home buyers.

Sincerely,

Dennis J. Sweeney
Executive Vice President
Home Builders Association of Rockford



"Breaking New Ground Everyday"

R. M. (BOB) WRIGHT
President/C.O.O.

6 April, 1999

Mr. John W. Rowe
Chairman, President and
Chief Executive Officer
Commonwealth Edison Company
P.O. Box 767
Chicago, Illinois 60690-0767

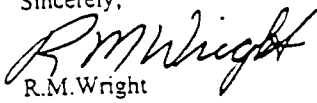
Re: Sale of Generating Stations

Dear Mr. Rowe:

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We support the State's efforts to bring customer choice and open access to electric generation customers in Illinois. We believe that choice of, and access to, alternative generation providers will benefit businesses in Illinois and will help promote economic growth and development within the State. It is important, however, that reliability is maintained during the transition to open access and customer choice, and in our opinion reliability was a key ingredient in this agreement. Accordingly, we support the sale of ComEd's fossil-fueled generating stations.

Sincerely,


R.M. Wright
President/C.O.O.



5301 West Roosevelt Road
Cicero, Illinois 60604

Telephone: (708) 652-6691
Fax: (708) 652-6696

April 6, 1999

Mr. John W. Rowe
Chairman, President and
Chief Executive Officer
Commonwealth Edison Company
P.O. Box 767
Chicago, IL 60690-0767

RE: Sale of Generating Stations

Dear Mr. Rowe:

It has come to our attention that ComEd is in the process of selling its fossil-fueled generating stations. We believe that this sale, which will establish another major generation provider in Illinois, will promote competition and will enhance the State's efforts to bring about customer choice while providing reasonable assurance that reliability will be maintained. In addition, by selling a large portion of its generating capacity, ComEd is sending a strong signal to other potential providers that it will not seek to maintain its historical position as the sole generation provider in the greater Chicago area. This will encourage additional potential providers that will be real competition in Illinois.

We support the State's efforts to bring customer choice and open access to electric generation customers in Illinois. We believe that choice of, and access to, alternative generation providers will benefit businesses in Illinois and will help promote economic growth and development within the State. It is important, however, that reliability is maintained during the transition to open access and customer choice, and in our opinion reliability was a key ingredient in this agreement. Accordingly, we support the sale of ComEd's fossil-fueled generating stations.

Very truly yours,

Andrew R. Piasecki
Chief Financial Officer

LOBDELL, HALL & ANDREWS, INC.
LAND DEVELOPERS/REALTORS*

April 9, 1999

6050 Brynwood Drive
Rockford, IL 61114-6597
TEL 815 877-7000
FAX 815 877-8900

John W. Rowe Chairman
President and Chief Executive Officer
Commonwealth Edison Company
P.O. Box 767
Chicago, IL 60690-0767

Dear Mr. Rowe:

It has come to our attention that ComEd is in the process of selling its fossil-fueled generating stations. We believe that this sale, which will establish another major generation provider in Illinois, will promote competition and will enhance the State's efforts to bring about customer choice while providing reasonable assurance that reliability will be maintained. In addition, by selling a large portion of its generating capacity, ComEd is sending a strong signal to other potential providers that it will not seek to maintain its historical position as the sole generation provider in the greater Chicago area. This will encourage additional potential providers that there will be real competition in Illinois.

We support the State's efforts to bring customer choice and open access to electric generation customers in Illinois. We believe that choice of, and access to, alternative generation providers will benefit businesses in Illinois and will help promote economic growth and development within the State. It is important, however, that reliability is maintained during the transition to open access and customer choice, and in our opinion reliability was a key ingredient in this agreement. Accordingly, we support the sale of ComEd's fossil-fueled generating stations.

Sincerely,



Craig Hall

CH:ses

c: Vicki L. DeGrave, Account Manager
William M. Griffin, Mid-Business Manager



645 South Central Avenue • Chicago, Illinois 60644 • Tel: (773) 626-4300 • Fax: (773) 626-2613

April 23, 1999

Mr. John W. Rowe
Chairman, President & Chief Executive Officer
Commonwealth Edison Company
Post Office Box 767
Chicago, Illinois 60690-0767

RE: SALE OF GENERATING STATIONS

Dear Mr. Rowe:

It has come to our attention that ComEd is in the process of selling its fossil-fueled generating stations. We believe that this sale, which will establish another major generation provider in Illinois, will promote competition and will enhance the State's efforts to bring about customer choice while providing reasonable assurance that reliability will be maintained. In addition, by selling a large portion of its generating capacity, ComEd is sending a strong signal to other potential providers that it will not seek to maintain its historical position as the sole generation provider in the greater Chicago area. This will encourage additional potential providers that there will be real competition in Illinois.

We support the State's efforts to bring customer choice and open access to electric generation customers in Illinois. We believe that choice of, and access to, alternative growth and development within the State. It is important, however, that reliability is maintained during the transition to open access and customer choice, and in our opinion reliability was a key ingredient in this agreement. Accordingly, we support the sale of ComEd's fossil-fueled generating stations.

Very truly your,

A handwritten signature in cursive script, reading "Frank O. Haehnel".

Frank O. Haehnel
Director of Plant Operations

FOH/bjh

Committed to Your Good Health



MERCHANDISE MART PROPERTIES, INC.

Suite 470 The Merchandise Mart, 200 World Trade Center Chicago, Chicago, IL 60654
Telephone: 312/527-4141 Fax: 312/527-7732

THOMAS M. KENNEDY
Executive Vice President
Chief Operating Officer

April 19, 1999

Direct Dial: 312/527-7505
Facsimile: 312/527-7906

Mr. John W. Rowe
Chairman, President and
Chief Executive Officer
Commonwealth Edison Company
P.O. Box 767
Chicago, Illinois 60690-0767

Re: Sale of Generating Stations

Dear Mr. Rowe:

We understand that Com Ed is in the process of selling its fossil-fueled generating stations. We believe that this sale, which will establish another major generation provider in Illinois, will promote competition and will enhance the State's efforts to bring about customer choice. In addition, by selling a large portion of its generating capacity, ComEd is sending a strong signal to other potential providers that it will not seek to maintain its historical position as the sole generation provider in the greater Chicago area. We hope this will encourage real competition in Illinois.

We support the State's efforts to bring customer choice and open access to electric generation customers in Illinois. We believe that choice of, and access to, reliable alternative generation providers will benefit businesses in Illinois and will help promote economic growth and development within the State. It is important, however, that reliability is maintained during the transition to open access, and in our opinion, reliability is a key ingredient in this agreement. Assuming reliability can be maintained, we support the sale of ComEd's fossil-fueled generating stations.

Sincerely,

Thomas M. Kennedy

TMK/tar

Managers of
The Merchandise Mart The Chicago Apparel Center Merchandise Mart ExpoCenter™
The Washington Design Center The Washington Office Center

Pulte Home Corporation

April 5, 1999

Mr. John W. Rowe
Chairman, President and
Chief Executive Officer
Commonwealth Edison Company
P.O. Box 767
Chicago, Illinois 60690-0767

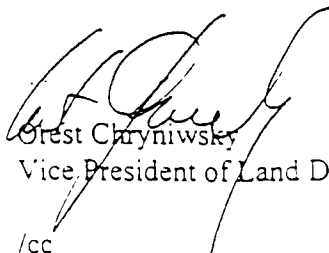
Re: Sale of Generating Stations

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We support the State's efforts to bring customer choice and open access to electric generation customers in Illinois. We believe that choice of, and access to, alternative generation providers will benefit businesses in Illinois and will help promote economic growth and development within the State. It is important, however, that reliability is maintained during the transition to open access and customer choice, and in our opinion reliability was key ingredient in this agreement. Accordingly, we support the sale of ComEd's fossil-fueled generating stations.

Very truly yours,


Ernest Chryniwsky
Vice President of Land Development
/cc

Illinois Division, 2500 W. Higgins Road, Suite 770, Hoffman Estates, Illinois 60195, 847/843-0500



THE RED WING COMPANY, INC.

Quality
Corporate
Brand
Foods
Since 1912

April 14, 1999

ComEd Ex. 5.1
Page 22 of 27

Mr. John W. Rowe
Chairman, President and Chief Executive Officer
Commonwealth Edison Company
P.O. Box 767
Chicago, IL 60690-0767

Dear Mr. Rowe:

Re: Sale of Generating Stations

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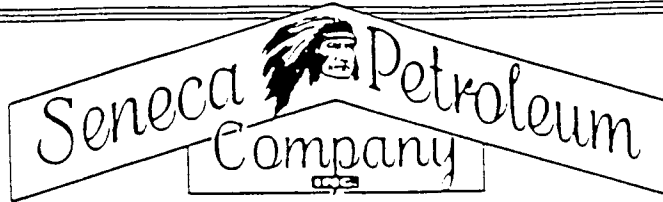
Very truly yours,

THE RED WING COMPANY, INC.

Wayne Arndt
Plant Engineer

WA:db

cc: Guy Grimmer



O. E. HULSE, JR.
CHAIRMAN

FAX# 219 872-9260

1108 EAST 8TH STREET
MICHIGAN CITY, INDIANA 46360
(219) 872-7050

April 19, 1999

Mr. John W. Rowe
Chairman, President and Chief Executive Officer
Commonwealth Edison Company
P.O. Box 767
Chicago, IL 60690-0767

Subject: Sales of Generating Stations

Dear Mr. Rowe:

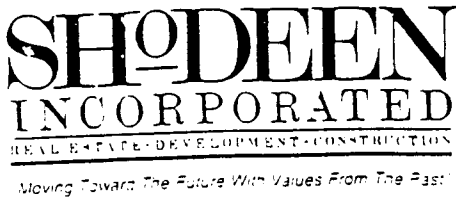
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We support the State's efforts to bring customer choice and open access to electric generation customers in Illinois. We believe that choice of and access to alternative generation providers will benefit businesses in Illinois and will help promote economic growth and development within the State. It is important, however, that reliability is maintained during the transition to open access and customer choice, and, in our opinion, reliability was a key ingredient in this agreement. Accordingly, we support the sale of ComEd's fossil-fueled generating stations.

Very truly yours,

Christopher D. Moore
Operations Manager

CELEBRATING
1922 75 1997
YEARS OF SERVICE



April 7, 1999

Mr. John W. Rowe
Chairman, President and C.E.O.
Commonwealth Edison Company
P.O. Box 767
Chicago, IL 60690-0767

Dear Mr. Rowe,

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We support the State's efforts to bring customer choice and open access to electric generation customers in Illinois. We believe that choice of, and access to, alternative generation providers will benefit businesses in Illinois and will help promote economic growth and development within the State. It is important, however, that reliability is maintained during the transition to open access and customer choice, and in our opinion reliability was a key ingredient in this agreement. Accordingly, we support the sale of ComEd's fossil-fueled generating stations.

Sincerely,

SHO-DEEN, INC.

A handwritten signature in dark ink, appearing to read 'David A. Patzelt', is written over the typed name.

David A. Patzelt
Vice President of Development

DAP/lks

cc: Vicki L. DeGrave, Account Manager
William M. Griffin, Mid-Business Manager



April 13, 1999

1191 Lake Avenue
Woodstock, IL 60098

Telephone: (815) 338-7300
Fax: (815) 338-2281

Mr. John W. Rowe
Chairman, President and
Chief Executive Officer
Commonwealth Edison Company
P.O. Box 767
Chicago, Illinois 60690-0767

Re: Sale of Generating Stations

Dear Mr. Rowe:

It has come to our attention that ComEd is in the process of selling its fossil-fueled generating stations. We believe that this sale, which will establish another major generation provider in Illinois, will promote competition and will enhance the State's efforts to bring about customer choice while providing reasonable assurance that reliability will be maintained. In addition, by selling a large portion of its generating capacity, ComEd is sending a strong signal to other potential providers that it will not seek to maintain its historical position as the sole generation provider in the greater Chicago area. This will encourage additional potential providers that there will be real competition in Illinois.

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Very truly yours,

A handwritten signature in black ink, appearing to read 'James R. Organ', with a large, stylized loop at the end.

James R. Organ
Plant Manager
Silgan Containers Manufacturing Corporation

cc: Mark Baldacci ComEd-Oakbrook

Mr. John W. Rowe
Chairman, President and Chief Executive Officer
Commonwealth Edison Company
P. O. Box 767
Chicago, IL 60690-0767

Dear Mr. Rowe:

Re: Sale of Generating Stations

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Very truly yours,



VALLEY VIEW INDUSTRIES
13534 So. ROSTER
CRESTWOOD IL 60444

WELDBEND CORPORATION

8800 SOUTH HARLEM AVENUE • ARGO, IL 60501-1930

April 5, 1999

PHONES

312 - 582 - 3500
708 - 594 - 1700

FAX

312 - 582 - 7821
708 - 458 - 0108

Mr. John W. Rowe
Chairman, President and
Chief Executive Officer
Commonwealth Edison Company
P. O. Box 767
Chicago, IL 60690-0767

RE: Sale of Generating Stations

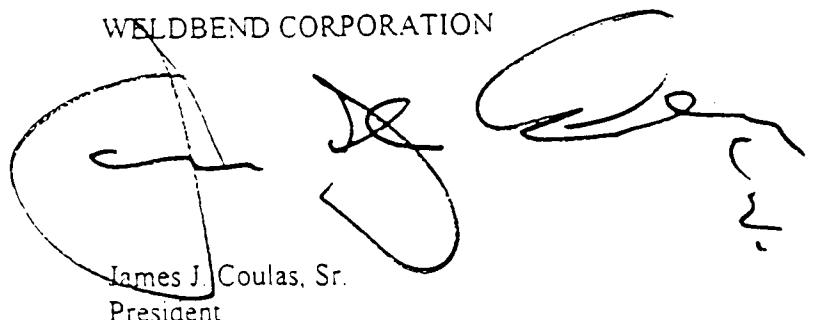
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Very truly yours,

WELDBEND CORPORATION



James J. Coulas, Sr.
President

JJC:ss